

EXHIBIT B

BY-LAWS
of the
HOSPITAL AUTHORITY OF ALBANY-DOUGHERTY COUNTY, GEORGIA

ARTICLE I
Name and Organization

Section 1. In accordance with a joint resolution of the Board of City Commissioners of the City of Albany and the Commissioners of Roads and Revenues of Dougherty County, passed pursuant to the "Hospital Authorities Law," of the State of Georgia, establishing a Hospital Authority for the City of Albany and the County of Dougherty, the official name of such Authority shall be "HOSPITAL AUTHORITY OF ALBANY-DOUGHERTY COUNTY, GEORGIA."

Section 2. The hospital operated by the Authority shall be known as the Phoebe Putney Memorial Hospital.

Section 3. The organization and government of said Authority shall be in all respects, in conformity with the "HOSPITAL AUTHORITIES LAW," and the joint resolution referred to, establishing the Authority.

Section 4. Although the joint resolution which created the Hospital Authority of Albany-Dougherty County, Georgia, deals primarily with the establishment of this Authority, the members also take into consideration the responsibility of appointing members to fill positions on the Authority who are morally and intellectually eligible to serve as representatives of this community and who are

inclined to care for the health needs of the people this Authority will be called upon to serve.

ARTICLE II

Objectives

Section 1. The objectives of the hospital shall be:

- a. To maintain an institution or institutions, with permanent facilities that include patient beds and medical services to provide diagnosis and treatment for patients.
- b. To carry on educational activities related to rendering care to the sick and injured, or to the promotion of health that in the opinion of the Board of Trustees may be justified by the available facilities, personnel, funds and other requirements that may be considered.
- c. To promote and carry on any scientific research, related to the care of the sick and injured, as may be determined feasible in the opinion of the Board of Trustees.
- d. To participate in the promotion of the general health of the community.

This hospital is organized exclusively for charitable, scientific and educational purposes as a not-for-profit operation and its activities shall be conducted for those purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual. The hospital shall not engage in carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE III

Board of Trustees

Section 1. Pursuant to said "Hospital Authorities Law," the affairs of the Authority shall be governed in all respects by a Board of Trustees which shall consist of not less than five nor more than nine members as shall be fixed from time to time by a joint resolution by the Commissioners of Roads and Revenues of Dougherty County, who shall make all board appointments.

Section 2. In carrying out their duties, the Board of Trustees shall provide for the proper management of the hospital, including the adoption from time to time of rules and regulations governing employees, patients and others coming into the hospital or on its grounds: prescribe rules and regulations governing the medical staff of the hospital; prescribe a schedule of rates and charges to be paid by patients for hospital facilities and services; provide for the construction or lease of buildings for use by the Authority as a part of or incident to the operation of the hospital, and the alteration and repair of such properties; provide for proper investment of all funds of the hospital; designate a bank or banks in the City of Albany in which the funds of the hospital shall be deposited and regulate the handling of such accounts; fix the amount of bond of any officer or employee of the hospital entrusted with the handling of its funds; receive and act as Trustee for any donations made to the Authority under the terms and conditions prescribed by the donor so long as such terms and conditions shall not be contrary to the "Hospital Authorities Law," and the joint resolution establishing said Authority; and perform any and all other acts as, in the discretion of the Board of Trustees, shall be needful and proper in the operation of the hospital for the benefit of the public.

ARTICLE IV

Meetings

Section 1. The Board of Trustees shall hold regular monthly meetings at 11:00 a.m. on the first Wednesday in each month, if such day is not a legal holiday, and if a holiday, then on the first following day that is not a legal holiday. Members must attend sixty percent (60%) of all meetings.

Section 2. The regular meeting in September shall be known as the annual meeting.

Section 3. All meetings of the Board, either regular or special, shall be held at the hospital or such other place in Dougherty County as the Board may designate. The Trustees shall be notified of the place of meeting if it shall be held at a place other than the hospital.

Section 4. Special meetings may be called by the Chairman, or in his absence or in the event of his illness or disability, at the call of the Vice Chairman, or at the call of any three of the Trustees.

Section 5. No notice of any kind shall be necessary with respect to regular monthly meetings. Reasonable notice shall be given of all special meetings. All notices of special meetings shall be considered to be reasonable notice thereof within the meaning of this section unless any Trustee shall object to such notice as not having been given a reasonable time before such meeting and, in all events, a notice of any such special meeting given at least twelve hours before such meeting is to be held shall be considered as a compliance with these By-Laws. Notice of a special meeting may be given in person, by telephone, telegram or by

mail. Neither the business to be transacted, nor the purpose of any special meeting need be specified in the notice, or waiver of notice of such meeting, and in the absence of a limitation of such notice, the Board may transact any business which may be brought up at the meeting.

Section 6. A majority of the Trustees in office shall constitute a quorum for the transaction of business. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

ARTICLE V Officers

Section 1. The principal officers of the Authority shall consist of the Chairman and Vice Chairman of the Board of Trustees, a Secretary, a Treasurer and an Administrator; and the subordinate officers shall consist of such officers and assistant officers and agents as may be deemed necessary and elected or appointed by the Board of Trustees at such time and in such manner and for such terms as the Board of Trustees may prescribe. Any two or more principal offices may be held by the same person. No person shall be eligible to be re-elected as Chairman who at the time of each election has served in such capacity for a period of five consecutive years immediately prior thereto.

Section 2. All officers and agents of the Authority, as between themselves and the Authority, shall have such authority and perform such duties in the management of the affairs of the Authority as may be provided in this Code of By-Laws, or as may be prescribed and determined by resolution of the Board of Trustees not inconsistent with these By-Laws.

Section 3. The officers of the Authority shall be chosen annually by the Board of Trustees at its annual meeting or as soon after such annual meeting as may conveniently be possible. Except as may be otherwise provided in a valid contract with an officer entered into pursuant to a resolution of the Board of Trustees, all officers of the Authority shall hold their offices at the pleasure of the Board of Trustees and may be removed from office by the Board of Trustees with or without cause. The foregoing shall not be construed as limiting the authority of the Board of Trustees to discharge an officer at any time. However, in the event of an existing contract for a term which has not expired, such removal shall be without prejudice to the contract rights, if any, of the person so removed or discharged.

Section 4. Any vacancy in any office because of death, resignation, removal, or any other cause shall be filled by the Board of Trustees at its next regular meeting or as soon thereafter as may conveniently be possible.

Section 5. The Chairman of the Board, who shall be chosen from among the Trustees, shall preside at all meetings of the Board of Trustees, if present, and shall be ex-officio, a member of all committees. He shall appoint all committees.

Section 6. The Vice Chairman of the Board shall perform the duties of the Chairman in the case of the absence or inability to act of the Chairman.

Section 7. The Secretary shall keep or cause to be kept in books provided for the purpose the minutes of the meetings of the Board of Trustees; shall see that all notices are duly given in accordance with the provisions of this

Code of By-Laws and as required by law; shall be custodian of the records and of the seal of the Authority and see that seal is affixed to all documents, the execution of which on behalf of the Authority under its seal is duly authorized in accordance with the provisions of this Code of By-Laws; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him by the Board of Trustees.

Section 8. The Treasurer's duties shall consist only of the general supervision of the manner and method of the handling, depositing and disbursing of the funds of the hospital, and such other duties relating to the finances of the hospital as shall be prescribed by the Board. Unless otherwise expressly directed by the Board, the Treasurer shall not be expected to maintain actual custody of the funds nor act in connection with the disbursement thereof nor be responsible therefore, as the functions of handling, depositing and disbursing of the funds of the hospital to be performed by employees of the hospital as designated by the Board, and the persons so handling, depositing and disbursing funds to be bonded in such amounts as shall be fixed by the Board.

ARTICLE VI

Committees of the Board

Section 1. Committees of the Hospital Authority shall be standing or special. Standing committees shall be Finance, Planning and Physical Plant, and Internal Operations. At a committee meeting, a quorum shall be one-half of the number of members of the committee. Each committee meeting shall have an agenda and shall submit minutes of its meeting to the Board.

Section 2. Members of the standing committees shall be appointed by the Chairman of the Hospital Authority. The administrator shall be an ex-officio member of all standing committees.

Section 3. Special committees may be appointed by the Chairman, with the concurrence of the governing board, for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by action of a governing board. Upon completion of the tasks for which appointed, such special committees shall stand as charged. The administrator shall be an ex-officio member of any special committees that may be appointed.

Section 4. The chairman of each committee shall be appointed by the Chairman of the Hospital Authority.

ARTICLE VII

Administration

Section 1. The Board of Trustees shall select and appoint a competent Chief Executive Officer who shall be its representative in the management of the hospital. This Chief Executive Officer shall be given the necessary authority and responsibility to operate the hospital and all of its activities and departments, subject only to such policies as may be issued by the Board of Trustees, or by any of its committees to which it has delegated power for such action. He shall act as the duly authorized representative of the Board of Trustees in all matters in which the Board has not formally designated some other person to act.

Section 2. The authority and responsibility of the Chief Executive Officer shall include:

- a. Carrying out all policies established by the Board of Trustees and advising on the formation of these policies.
- b. Developing and submitting to the Board of Trustees a plan of organization for the conduct of the hospital operation and from time to time to recommend such changes as may become necessary to this plan of organization.
- c. Prepare an annual budget to show the expected revenues and expenditures in such form as requested by the Board of Trustees or by its Finance Committee.
- d. Select, employ, control, and discharge employees, and develop and maintain personnel policies and practices for the hospital.
- e. Maintain physical properties in a good and safe state of repair and operating condition.
- f. Supervise the business affairs in such a manner as to insure that funds are collected and expended to the best possible advantage.
- g. Work continually with other health care professionals to the end that high quality patient care may be rendered at all times.
- h. Present to the Board of Trustees or its authorized committee periodic reports which will reflect the financial activities in the operation of the hospital and such other special reports as may be requested by the Board of Trustees.

- i. Attend all meetings of the Board of Trustees and serve on all of its committees.
- j. Serve as the liaison and channel of communication between the Board of Trustees and any of its committees and the medical staff and assist the medical staff with its organization and any other problems and responsibilities which it may request of him.
- k. Represent the hospital in all of its relationships with other health agencies and organizations in the community and in the scope of the operation of the hospital.
- l. Perform such other duties as may be necessary or in the best interest of the hospital.

ARTICLE VIII

Medical Staff of the Hospital

Section 1. In December of each year the Board of Trustees shall appoint those who shall serve as members of the Medical Staff of the hospital for the ensuing calendar year and may thereafter, during the ensuing calendar year, appoint such additional members of the Staff for the remainder of such year as the Board shall deem proper. The Board shall also have the authority to temporarily suspend or remove any member of the Medical Staff. It shall be the duty of the Medical Staff, at least ten days prior to the regular meeting of the Board of Trustees in December of each year, to make recommendations to the Board concerning appointments to the Staff for the ensuing year. Where any new application for appointment to the Medical Staff shall

thereafter be presented to the Board or there shall arise any question concerning the removal of any member of the Staff, the same shall be referred to the Medical Staff and it shall likewise be the duty of the Medical Staff to furnish to the Board, within ten days after such new application or question of removal has been referred to the Staff, to transmit to the Board in writing the Staff's recommendations with respect to any such matter. The Board shall not take action with respect to appointments to and removals from the Staff without recommendations from the Medical Staff as set forth above except where the Medical Staff shall fail to furnish to the Board its recommendations as outlined above. The Board, however, after consultation with the Chief of the Medical Staff or with a majority of the members of the Executive Committee of the Medical Staff, may temporarily suspend the privileges of a member of the Staff until recommendations may be secured from the Medical Staff with respect to the continued membership of any such suspended member, if the Board deems that the welfare of any patient or patients in the hospital or of the hospital demands such action. In such event, the Board shall immediately refer such matter to the Medical Staff for its recommendations with respect to the continued suspension, removal, or reinstatement of such member.

The Board shall carefully consider the recommendations of the Medical Staff with reference to appointments, suspensions, and removals, but shall not be bound thereby; provided, however, that where the Board shall disagree with the recommendations of the Medical Staff, the Board shall arrange a conference with the Chief of the Medical Staff or the Executive Committee so that the matter may be discussed and the differences between the Board and the Medical Staff resolved, if possible.

Section 2. Subject to the approval of the Board of Trustees, the Medical Staff may adopt By-Laws governing applications for and appointments to the Medical Staff, the removal of any member thereof, and the conduct, duties and obligations of the members of the Staff. However, such By-Laws shall not impair the right of the Board of Trustees to control who shall be appointed members of the Staff and further the Board shall have the right to remove any member of the Staff or deprive any physician or surgeon of the privileges of the hospital whenever, in their judgment, the good of the hospital, or the patients therein, may demand it.

When the Medical Staff member shall hold a medico-administrative position, he shall receive the same careful consideration and due process as all other Medical Staff members under the Medical Staff By-Laws, as they relate to his Medical Staff privileges.

Section 3. The Medical Staff shall consist of active and associate members and such other classifications and with such privileges and obligations as shall, from time to time, be prescribed in the By-Laws of the Medical Staff which have been approved by the Board of Trustees.

Section 4. The active staff, as defined by the By-Laws of the Medical Staff of the hospital, shall have general supervision and responsibility for the professional work of the hospital, and shall be primarily responsible for providing medical service for the charity patients of the hospital. The active staff shall report to the Board of Trustees monthly on the professional work of the hospital, the scope and contents of this report to be determined jointly by the Medical Staff and the Administrator, with the approval of the Board of Trustees.

Section 5. The associate staff shall be elected from those physicians who do not qualify for membership in the active staff as set forth in the By-Laws of the Medical Staff, who shall have the privilege of treating their private patients in the hospital, subject in all respects to these By-Laws and the By-Laws of the Medical Staff of the hospital.

Section 6. The Medical Staff shall provide in its By-Laws that each member abide by the Principles of Medical Ethics of the American Medical Association or by the Code of Ethics of the American Dental Association.

Section 7. The Medical Staff shall provide in its By-Laws an adequate method of review of decisions affecting the member, including hearings at each step of the review process.

Section 8. The Board of Trustees and the Medical Staff shall at all times cooperate to the end that the hospital may be operated according to the highest standards and in the best interest of the patients of the hospital.

ARTICLE IX

School of Nursing

Section 1. When, in the opinion of the Board of Trustees, it is desirable to organize a School of Nursing, they shall appoint an advisory committee of physicians, selected from the active staff of the hospital, to assist the Administrator in formulating suitable policies for the development and management of such a school and to serve in an advisory capacity with the Administrator in providing suitable courses of instruction and training for the students.

ARTICLE X
Hospital Auxiliary

Section 1. The Board of Trustees shall assist in the organization of an effective hospital auxiliary or association when in their judgment and that of the Administrator conditions for organizing such an association are favorable.

ARTICLE XI
Religious Ministrations

Section 1. The Administrator shall respect the request of any patient for any spiritual advisor he or she may desire.

ARTICLE XII
Annual Reports

Section 1. The Board of Trustees shall cause to be published an annual report setting forth in sufficient scope and detail the more important facts concerning the business management and professional work of the hospital.

ARTICLE XIII
Corporate Seal

Section 1. The seal of the Authority shall be as follows:

ARTICLE XIV

Fiscal Year

Section 1. The fiscal year of the Authority shall commence on the 1st day of August and shall end on the 31st day of July.

ARTICLE XV

Amendments

Section 1. Anything herein to the contrary notwithstanding, these By-Laws may be changed only by a majority vote of the members of the Board of Trustees at a meeting held for that purpose, notice of which has been given by the Secretary to each member of the Board at least ten days in advance of the meeting.

APPROVED: June 6, 1979

HOSPITAL AUTHORITY OF ALBANY-DOUGHERTY COUNTY, GEORGIA

W. H. Wilson
W. Harry Wilson, Chairman

Jesse W. Reel
Jesse W. Reel, Secretary